

EXHIBIT B

Crédito USA's Delaware Certificate of Incorporation

*State of Delaware
Secretary of State
Division of Corporations
Delivered 05:32 PM 02/05/2015
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SRV 150155041 - 5688110 FILE*

Crédito Real USA, Inc.

CERTIFICATE OF INCORPORATION

I, the undersigned incorporator, hereby make, acknowledge and file this Certificate of Incorporation for the purpose of becoming a corporation under the laws of the State of Delaware.

ARTICLE I – NAME

The name of this corporation shall be:

Crédito Real USA, Inc.

ARTICLE II - REGISTERED ADDRESS

Its registered address shall be:

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
City of Wilmington, Delaware 19801
New Castle County

ARTICLE III – NATURE OF BUSINESS

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV – AUTHORIZED SHARES

The corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE V – DIRECTOR NAMES AND STREET ADDRESS

The name and street address of the member of the first Board of Directors who shall hold office until its successor has been duly elected or appointed is as follows:

Name	Street Address
Lourdes Patricia Ferro Bertolo	Insurgentes Sur #730 piso 20 Colonia del Valle, Del. Benito Juárez CP 03103 México, D.F.
Iker Otegui Saiz	Insurgentes Sur #730 piso 20 Colonia del Valle, Del. Benito Juárez CP 03103 México, D.F.
Angel Francisco Romanos Berrondo	Insurgentes Sur #730 piso 20 Colonia del Valle, Del. Benito Juárez CP 03103 México, D.F.

ARTICLE VI – REGISTERED AGENT

The name and street address of the registered agent is:

Name	Street Address
The Corporation Trust Company	Corporation Trust Center 1209 Orange Street City of Wilmington, Delaware 19801 New Castle County

ARTICLE VII – INCORPORATOR

The name and street address of the person signing this Certificate of Incorporation is as follows:

Name	Street Address
Corporate Creations International Inc.	11380 Prosperity Farms Road #221E Palm Beach Gardens, FL 33410

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true and I have accordingly hereunto set my hand this 5th day of February, A.D. 2015.

Corporate Creations International, Inc.

By:



Name: Treni Bavaro, Vice President

STATE OF DELAWARE
CERTIFICATE OF CHANGE OF REGISTERED AGENT
AND/OR REGISTERED OFFICE

The corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is CREDITO REAL USA, INC.
2. The Registered Office of the corporation in the State of Delaware is changed to 3411 Silverside Road Rodney Building #104 (street), in the City of Wilmington, County of New Castle Zip Code 19810. The name of the Registered Agent at such address upon whom process against this Corporation may be served is Corporate Creations Network Inc.
3. The foregoing change to the registered office/agent was adopted by a resolution of the Board of Directors of the corporation.

By: Taylor Page
Authorized Officer

Name: Taylor Page, Special Secretary
Print or Type

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANY
INTO A
DOMESTIC CORPORATION**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is CREDITO REAL USA, INC., a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is CREAL DALLAS, LLC.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is CREDITO REAL USA, INC..

FOURTH: The merger is to become effective on October 9, 2017.

FIFTH: The Agreement of Merger is on file at 5454 La Sierra Dr.
Dallas, TX 75231, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 9 day of October, A.D., 2017.

By: 
Authorized Officer

Name: Iker Otegui Saiz
Print or Type
Title: Authorized Officer

STATE OF DELAWARE
CERTIFICATE OF CHANGE OF REGISTERED AGENT
AND/OR REGISTERED OFFICE

The corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is CREDITO REAL USA, INC..
2. The Registered Office of the corporation in the State of Delaware is changed to Corporation Trust Center, 1209 Orange Street (street), in the City of Wilmington, County of New Castle Zip Code 19801. The name of the Registered Agent at such address upon whom process against this Corporation may be served is THE CORPORATION TRUST COMPANY.
3. The foregoing change to the registered office/agent was adopted by a resolution of the Board of Directors of the corporation.

By: 
Authorized Officer

Name: Iker Otegui PRESIDENT
Print or Type

State of Delaware
Secretary of State
Division of Corporations
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